



Reflectly ApS

Ny Carlsberg Vej 80
1799 København V
CVR No. 38854992

Annual report 2019

The Annual General Meeting adopted the
annual report on 28.04.2020

Jakob Brøgger-Mikkelsen

Chairman of the General Meeting

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Entity details

Entity

Reflectly ApS

Ny Carlsberg Vej 80

1799 København V

CVR No.: 38854992

Registered office: København

Financial year: 01.01.2019 - 31.12.2019

Executive Board

Jakob Brøgger-Mikkelsen, director

Jacob Harboe Kristensen, director

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

Weidekampsgade 6

P. O. Box 1600

0900 Copenhagen C

Statement by Management

The Board of Directors and the Executive Board have today considered and approved the annual report of Reflectly ApS for the financial year 01.01.2019 - 31.12.2019.

The annual report is presented in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2019 and of the results of its operations for the financial year 01.01.2019 - 31.12.2019.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

København, 28.04.2020

Executive Board

Jakob Brøgger-Mikkelsen
director

Jacob Harboe Kristensen
director

Independent auditor's report

To the shareholders of Reflectly ApS

Opinion

We have audited the financial statements of Reflectly ApS for the financial year 01.01.2019 - 31.12.2019, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2019 and of the results of its operations for the financial year 01.01.2019 - 31.12.2019 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board of Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other matter

Having effect from this financial year, the Company now falls within the requirement to have its financial statements audited. We point out that the Company's financial statements for 2017/18 have not been audited and, accordingly, the comparative figures in these financial statements remain unaudited as well. We did not modify our opinion in this respect.

Management's responsibilities for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material

misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements, and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on the management commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information

required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the management commentary is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement of the management commentary.

Copenhagen, 28.04.2020

Deloitte

Statsautoriseret Revisionspartnerselskab

CVR No. 33963556

Claus Jorch Andersen

State Authorised Public Accountant

Identification No (MNE) mne33712

Management commentary

Primary activities

The Company's primary activities revolve around the development and growth of their platform Reflectly – the world's first intelligent journal. Reflectly is dedicated to making reflection a daily self-care habit, effectively helping each individual to improve their understanding and relationship with themselves. Users of the platform also obtain the ability to purchase a premium subscription which allows them to access statistics and gain personal insights into their own wellbeing and lives.

Development in activities and finances

Reflectly has throughout 2019 focused on developing their product, which is reflected in the company's loss amounting to DKK 7.342. The result last year was a loss amounting to DKK 1.614K. The company expects increased activity growth in 2020, with increase in both gross margin and total net cash flow from operations and investments.

The company's equity is amounting to DKK 2.974K

Events after the balance sheet date

At the date of the Annual report 2019, the COVID-19 virus has set it's marks throughout the whole world. Management expects that the lockdown in Denmark and other countries will have a negative economic impact on the core markets and as a result; a negative financial impact on the expected results for 2020. Management expects that the results for 2020 will be affected, due to fewer incoming orders than expected before the Coronavirus occurred. However, management expects that Reflectly ApS will still be able to continue business, but with lower speed than the initial plan.

No other events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

Treasury shares

	Number	Nominal value DKK	Share of contributed capital %	Purchase/(selling) price DKK
Treasury shares	1,698	1,698	2.4	1,100,000
Investments disposed of:	1,698	1,698	2.40	
Treasury shares	38	38	0.1	
Holding of treasury shares:	38	38	0.10	

This financial year 1,698 treasury shares of DKK 1 nominal have been sold at a value of DKK 1,100,000.

Income statement for 2019

	Notes	2019 DKK	2017/18 DKK
Gross profit/loss		(5,905,274)	(1,714,398)
Staff costs	2	(1,027,797)	(268,211)
Depreciation, amortisation and impairment losses	3	(343,816)	(69,379)
Operating profit/loss		(7,276,887)	(2,051,988)
Other financial expenses	4	(65,189)	0
Profit/loss before tax		(7,342,076)	(2,051,988)
Tax on profit/loss for the year	5	0	438,000
Profit/loss for the year		(7,342,076)	(1,613,988)
Proposed distribution of profit and loss			
Retained earnings		(7,342,076)	(1,613,988)
Proposed distribution of profit and loss		(7,342,076)	(1,613,988)

Balance sheet at 31.12.2019

Assets

	Notes	2019 DKK	2017/18 DKK
Completed development projects	7	2,062,985	624,407
Acquired intangible assets		1,758,144	0
Intangible assets	6	3,821,129	624,407
Receivables from associates		6,000	50,000
Deposits		47,420	0
Deferred tax		285,367	438,000
Other financial assets		338,787	488,000
Fixed assets		4,159,916	1,112,407
Trade receivables		1,828,311	315,572
Other receivables		32,327	64,303
Receivables		1,860,638	379,875
Cash		4,516,497	3,310,285
Current assets		6,377,135	3,690,160
Assets		10,537,051	4,802,567

Equity and liabilities

	Notes	2019 DKK	2017/18 DKK
Contributed capital	8	70,825	67,902
Reserve for development expenditure		1,609,128	487,037
Retained earnings		1,294,270	3,131,073
Equity		2,974,223	3,686,012
Other payables		38,209	0
Non-current liabilities other than provisions	9	38,209	0
Bank loans		8,855	0
Prepayments received from customers		6,582,456	1,083,486
Trade payables		682,029	0
Other payables	10	251,279	33,069
Current liabilities other than provisions		7,524,619	1,116,555
Liabilities other than provisions		7,562,828	1,116,555
Equity and liabilities		10,537,051	4,802,567
Events after the balance sheet date	1		
Unrecognised rental and lease commitments	11		
Assets charged and collateral	12		

Statement of changes in equity for 2019

	Contributed capital DKK	Share premium DKK	Reserve for development expenditure DKK	Retained earnings DKK	Total DKK
Equity beginning of year	67,902	0	487,037	3,131,073	3,686,012
Increase of capital	2,923	5,527,364	0	0	5,530,287
Transferred from share premium	0	(5,527,364)	0	5,527,364	0
Sale of treasury shares	0	0	0	1,100,000	1,100,000
Transfer to reserves	0	0	1,122,091	0	1,122,091
Profit/loss for the year	0	0	0	(8,464,167)	(8,464,167)
Equity end of year	70,825	0	1,609,128	1,294,270	2,974,223

For the purpose of offering incentive pay in the form of share options, the Company's Board of Directors are authorised for the period until 15 November 2029 once or several times to increase the Company's share capital with up to nominally 1.757 shares in total without pre-emption right for the Company's shareholders. The authorisation empowers the Board of Directors to determine the terms for the granted share options, including the exercise price.

In 2017, Reflectly ApS acquired 1,736 treasury shares of DKK 1 nominal at a value of DKK 1,736, equal to 2.5% of the share capital. The shares were acquired in connection with a change in ownership. This financial year 1,698 treasury shares of DKK 1 nominal have been sold at a value of DKK 1,100,000, thus leaving 38 treasury shares at the balance sheet date, equal to 0.1% of the share capital.

Notes

1 Events after the balance sheet date

At the date of the Annual report 2019, the COVID-19 virus has set it's marks throughout the whole world. Management expects that the lockdown in Denmark and other countries will have a negative economic impact on the core markets and as a result; a negative financial impact on the expected results for 2020. Management expects that the results for 2020 will be affected, due to fewer incoming orders than expected before the Coronavirus occurred. However, management expects that Reflectly ApS will still be able to continue business, but with lower speed than the initial plan.

2 Staff costs

	2019 DKK	2017/18 DKK
Wages and salaries	1,957,891	226,576
Other social security costs	35,980	6,658
Other staff costs	144,808	34,977
	2,138,679	268,211
Staff costs classified as assets	(1,110,882)	0
	1,027,797	268,211
Average number of full-time employees	5	1

3 Depreciation, amortisation and impairment losses

	2019 DKK	2017/18 DKK
Amortisation of intangible assets	343,816	69,379
	343,816	69,379

4 Other financial expenses

	2019 DKK	2017/18 DKK
Other interest expenses	3,383	0
Exchange rate adjustments	61,806	0
	65,189	0

5 Tax on profit/loss for the year

	2019 DKK	2017/18 DKK
Change in deferred tax	0	(438,000)
	0	(438,000)

6 Intangible assets

	Completed development projects DKK	Acquired intangible assets DKK
Cost beginning of year	693,786	0
Additions	1,752,595	1,787,943
Cost end of year	2,446,381	1,787,943
Amortisation and impairment losses beginning of year	(69,379)	0
Amortisation for the year	(314,017)	0
Amortisation, depreciation and impairment losses on assets disposed of	0	(29,799)
Amortisation and impairment losses end of year	(383,396)	(29,799)
Carrying amount end of year	2,062,985	1,758,144

7 Development projects

Completed development projects relates to an online application, which is applicable for the company's customers. The application is continuously developed by the company.

With reference to the Danish Act of Commercial Enterprises' Presentation of Financial Statements §83 (2), the deferred tax is deducted to the activated cost of development.

8 Share capital

	Number	Par value DKK	Nominal value DKK
A-stock	68,877	1	68,877
B-stock	1,948	1	1,948
	70,825		70,825

9 Non-current liabilities other than provisions

	Due after more than 12 months 2019 DKK
Other payables	38,209
	38,209

There are no long-term liabilities that are due five years after the balance sheet date

10 Other payables

	2019	2017/18
	DKK	DKK
Wages and salaries, personal income taxes, social security costs, etc payable	196,279	33,069
Other costs payable	55,000	0
	251,279	33,069

11 Unrecognised rental and lease commitments

	2019	2017/18
	DKK	DKK
Liabilities under rental or lease agreements until maturity in total	866,060	0

12 Assets charged and collateral

There are no mortgages or assets charged as collateral.

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of certain provisions for reporting class C.

The accounting policies applied to these financial statements are consistent with those applied last year.

Non-comparability

The Company's financial year comprises 12 months compared to 18 months last year. The Company's financial year was extended last year due to the start-up phase. Consequently, the comparative figures in the income statement are not directly comparable.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the rate in effect at the payment date, or the rate at the balance sheet date, are recognised in the income statement as financial income or financial expenses. Property, plant and equipment, intangible assets, inventories and other non-monetary assets that have been purchased in foreign currencies are translated using historical rates.

Income statement

Gross profit or loss

Gross profit or loss comprises revenue, cost of sales and external expenses.

Revenue

Revenue from the sale of services is recognised in the income statement when delivery is made to the buyer.

Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

Cost of sales

Cost of sales comprises development costs consumed in the financial year.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, marketing costs, etc. This item also includes writedowns of receivables recognised in current assets.

Staff costs

Staff costs comprise salaries and wages, and social security contributions, pension contributions, etc for entity staff.

Depreciation, amortisation and impairment losses

Depreciation, amortisation and impairment losses relating to intangible assets comprise depreciation, amortisation and impairment losses for the financial year, and gains and losses from the sale of intangible assets.

Other financial expenses

Other financial expenses comprise interest expenses, payables and transactions in foreign currencies, amortisation of financial liabilities, and tax surcharge under the Danish Tax Prepayment Scheme etc.

Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

Balance sheet**Intellectual property rights etc**

Intellectual property rights etc comprise development projects completed and in progress with related intellectual property rights, acquired intellectual property rights and prepayments for intangible assets.

Development projects on clearly defined and identifiable products and processes, for which the technical rate of utilisation, adequate resources and a potential future market or development opportunity in the enterprise can be established, and where the intention is to manufacture, market or apply the product or process in question, are recognised as intangible assets. Other development costs are recognised as costs in the income statement as incurred. When recognising development projects as intangible assets, an amount equalling the costs incurred less deferred tax is taken to equity under Reserve for development costs that is reduced as the development projects are amortised and written down.

The cost of development projects comprises costs such as salaries and amortisation that are directly and indirectly attributable to the development projects.

Indirect production costs in the form of indirectly attributable staff costs and amortisation of intangible assets and depreciation of property, plant and equipment used in the development process are recognised in cost based on time spent on each project.

Completed development projects are amortised on a straight-line basis using their estimated useful lives which are determined based on a specific assessment of each development project. If the useful life cannot be estimated reliably, it is fixed at 10 years. For development projects protected by intellectual property rights, the maximum period of amortisation is the remaining duration of the relevant rights. The amortisation periods used are 5 years.

Intellectual property rights acquired are measured at cost less accumulated amortisation. Patents are amortised on a straight-line basis over their remaining duration, and licences are amortised over the term of the agreement.

Intellectual property rights etc are written down to the lower of recoverable amount and carrying amount.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value, less writedowns for bad and doubtful debts.

Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amount and the tax-based value of assets and liabilities, for which the tax-based value is calculated based on the planned use of each asset.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

Cash

Cash comprises cash in hand and bank deposits.

Treasury shares

Acquisition and selling prices and dividends for treasury shares are classified directly as equity under retained earnings. Gains and losses on sale are not recognised in the income statement.

Operating leases

Lease payments on operating leases are recognised on a straight-line basis in the income statement over the term of the lease.

Other financial liabilities

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.

Prepayments received from customers

Prepayments received from customers comprise amounts received from customers prior to delivery of the goods agreed or completion of the service agreed.